

VAN BEUREN HOPE H
Form 4
December 04, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN BEUREN HOPE H

2. Issuer Name and Ticker or Trading Symbol
CAMPBELL SOUP CO [CPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 4098
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2008

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

MIDDLETOWN, RI 02842

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Capital Stock	11/24/2008		Z	V	296,700	A	\$ 0	3,354,431 I	See Footnote (1) (2)
Capital Stock	11/24/2008		Z	V	296,700	D	\$ 0	3,354,431 I	See Footnote (1) (2)
Capital Stock	12/02/2008		S		73,190	D	\$ 30.19 (3)	3,058,722 I	See Footnote (1)
Capital Stock	12/02/2008		S		1,001	D	\$ 30.64 (4)	3,057,731 I	See Footnote (1)

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Capital Stock	4,899,548	D	
Capital Stock	5,968,731	I	By Husband

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN BEUREN HOPE H P.O. BOX 4098 MIDDLETOWN, RI 02842		X		

Signatures

/s/ Hope H. van Beuren 12/04/2008

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Interests held by family trusts, partnerships and corporation. The filing of this Form should not be deemed as an admission that the Reporting Person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of these

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securities.

Withdrawal of shares from a Voting Trust exempt pursuant to Rule 16b-8. Following withdrawal from the voting trust, the shares were held in a family partnership and remained indirectly beneficially owned by the Reporting Person. The transactions involved a change in

(2) the form of indirect beneficial ownership and did not constitute an acquisition or disposition of shares by the Reporting Person. The number of shares reported in Column 6 is calculated before taking account of sales on November 26, 2008, November 28, 2008 and December 1, 2008 that the Reporting Person has disclosed on previously filed Form 4 reports.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.64 to \$30.60, inclusive. The reporting person undertakes to provide CPB, any security holder of CPB, or the staff of the Securities and

(3) Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.64 to \$30.65, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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